

1201 HAYS STREET
TALLAHASSEE, FL 32301
22-0191

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 606879 5315A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 30, 1995

ORDER TIME : 2:17 PM

ORDER NO. : 606879

CUSTOMER NO: 5315A

CUSTOMER: Albert C. O'Neill, Jr., Esq.
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

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+***+12.00 +***+1.00

DOMESTIC FILING

NAME: QUALITY CERTIFICATION
INTERNATIONAL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

QUALITY CERTIFICATION

SECRETARY OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 30 PM 4:00

FILED

T. BROWN MAY 30 1995

ARTICLES OF INCORPORATION
OF
QUALITY CERTIFICATION INTERNATIONAL, INC.

FILED
95 MAY 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: QUALITY CERTIFICATION INTERNATIONAL, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1414 Swann Avenue
Suite 201
Tampa, Florida 33606

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1414 Swann Avenue, Suite 201, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Malcolm C. Harris. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of four members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Malcolm C. Harris	1414 Swann Avenue Suite 201 Tampa, Florida 33606
C. Robert Collinson	The Business Park Quarry Road Chipping Sodbury Bristol BS17 6JL, England
G. Robert Blanchard, Jr.	1414 Swann Avenue Suite 201 Tampa, Florida 33606
Ian Dunlop	2 Tryst Road Cumbernauld G67 1JW Scotland

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Albert C. O'Neill, Jr.	2700 Farnett Plaza 101 East Kennedy Boulevard Tampa, Florida 33602

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the management of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



ALBERT C. O'NEILL, JR.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Malcolm C. Harris, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 22nd day of May, 1995.

Malcolm C. Harris
Malcolm C. Harris

FILED
95 MAY 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000042108

W.R.B. ENTERPRISES, INC.

Suite 201
1414 Swann Avenue
Tampa, Florida 33606

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-06/18/96--01148--006
*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUN 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 20, 1996

W.R.B. Enterprises, Inc.
1414 Swann Ave.
Suite 201
Tampa, Fl. 33606

SUBJECT: QUALITY CERTIFICATION INTERNATIONAL, INC.
Ref. Number: P95000042108

We have received your document for QUALITY CERTIFICATION INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00030798

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: _____

QUALITY CERTIFICATION INTERNATIONAL, INC. _____

SECOND: The articles of incorporation were filed on: May 30, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 10 day of June, 1996

Signature Malcolm C. Harris
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Malcolm C. Harris

(Typed or printed name)

Director and President

(Title)

FILED
95 JUN 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA